

# **GEORGIA MOUNTAINS WORKFORCE INVESTMENT BOARD CONSTITUTION & BY-LAWS**

## **Article I – Name**

The name of the organization will be the Georgia Mountains Workforce Investment Board, hereinafter referred to as the WIB.

## **Article II – Purpose of the Workforce Investment Board**

The WIB will be responsible for providing policy guidance for, and exercising oversight with respect to, the workforce investment system conducted under the Workforce Investment Act in partnership with the Georgia Mountains Council of Chief Elected Officials (CCEOs). The WIB will operate in a Workforce Investment Area representing Banks, Dawson, Forsyth, Franklin, Habersham, Hall, Hart, Lumpkin, Rabun, Stephens, Towns, Union and White counties.

The WIB will in accordance with an agreement with the CCEOs:

- A. Develop and submit a regional plan in partnership with the CCEOS
- B. Designate or certify one-stop operator(s) with the agreement of the CCEOS; and terminate the eligibility of such operator(s) where necessary in accordance with established policies for designation or termination
- C. Identify eligible youth providers
- D. Identify eligible training providers and identify providers of intensive services using a competitive process
- E. Develop a budget for the purpose of carrying out the duties of the WIB
- F. Conduct program oversight of youth and employment and training activities and the region's one-stop delivery system, in partnership with the CCEOS
- G. Negotiate local program measures in cooperation with the CCEOS and the Governor
- H. Assist the Governor in developing a statewide employment statistics system
- I. Ensure coordination of workforce investment activities with the area's economic development strategies; and develop employer connections to such activities
- J. Promote participation of private employers in Georgia's workforce development system and assist those employers in meeting hiring needs through the regional workforce system
- K. Establish, in cooperation with the CCEOS, a Youth Council to include:
  - 1. WIB members having special interest in, or expertise with, youth policy
  - 2. Youth services agencies
  - 3. Parents of youth who are eligible for WIA services
  - 4. Individuals having experience with WIA youth activities
  - 5. Job Corps recruiters and representatives
  - 6. Other individuals identified by the WIB

- L. Create a Youth Council that builds on existing regional youth service activities
- M. Coordinate and collaborate with other regional workforce and economic development agencies and organizations

### **Article III – Membership**

The Georgia Mountains WIB will consist of:

- A. Representatives of the private sector who are business owners or executives with substantial management or policy responsibilities
- B. Representatives of organized labor
- C. Representatives of local education agencies to include school boards, providers of adult education and literacy activities and post-secondary institutions
- D. Representatives of economic development organizations
- E. Representatives of community-based organizations
- F. Representatives of the one-stop partners

### **Article IV – Appointment, Replacement or Removal of Members**

WIB members will be appointed or replaced in accordance with the procedures used to appoint the member for whom a replacement is needed.

### **Article V – Terms of Office**

Other than the terms of office initially established when the WIB was created, members will serve three year terms.

It will be the responsibility of the CCEOS to appoint members to fill all vacancies. A position on the WIB will be considered vacant on the date the term expires, a member becomes ineligible or a member is removed, resigns or dies.

In the case of an appointment to fill a WIB vacancy, the replacement member's term will begin on the date of appointment and end on the expiration date of the member being replaced.

### **Article VI – Officers and Duties**

The officers of the WIB will consist of a Chairman, Vice Chairman and Secretary elected by the WIB. The Chairman and Vice Chairman will be representatives of the private sector. Officer terms will initially begin October 24, 2011 and end June 30, 2013, or until successors are duly elected. Subsequently, terms of office will be for two years, July 1 through June 30. Officer vacancies may be filled at any meeting.

The WIB will elect a new Chairman and/or Vice Chairman should these individuals during their term of office no longer represent the private sector.

The Chairman will preside at meetings of the WIB and ensure that all orders and resolutions of the WIB are communicated to the proper persons or entities for implementation. The Chairman will also execute documents on behalf of the WIB.

The Vice Chairman will perform duties of the Chairman in his/her absence. Should the Chairman vacate his/her office prior to the expiration of his/her term, the Vice Chairman will assume the Chairmanship until the election of a new Chairman. Should the Vice Chairman vacate his/her office, a new Vice Chairman will be elected by the WIB membership.

The Secretary or his/her designee, who may be a Georgia Mountains Regional Commission staff member, will attend and keep minutes of all WIB meetings. He/she will in general perform all duties required of the Secretary, subject to the discretion and direction of the WIB.

The WIB may appoint other officers as the business of the WIB may require, each of whom will hold office and have authority to perform duties as the WIB may determine.

#### **Article VII – Committees**

- A. Executive Committee – The Executive Committee will exercise authority and manage the business of the WIB during intervals between board meetings
- B. Finance Committee – The Finance Committee will provide oversight over WIA fiscal expenditures and of other contributions and grants received from public or private sources on their behalf.
- C. Marketing & Communications – The Marketing & Communications Committee will develop effective marketing strategies, publications, website usage and reports to promote the workforce development system in the Georgia Mountains
- D. Youth Council – The Youth Council will provide oversight and develop recommendations for the WIB in regard to the allocation of funds and the delivery of youth services

The Chairman of the WIB will have the authority to appoint standing or ad hoc committees to achieve the stated and approved objectives of the WIB. The term of a standing committee will expire at the conclusion of the year in which it was appointed, with the exception of the Youth Council. The term of any ad hoc committee will expire when the task for which it was created is completed.

#### **Article VIII – Meetings**

The WIB will hold quarterly meetings on the fourth Thursday of the month, beginning January 2013, unless otherwise directed by the Chairman. Due notice will be provided for all meetings to members and the public at least 48 hours in advance, and summaries and minutes will be made available to the public, each as defined in the “sunshine provision” of the Workforce Investment Act, section 117(e) and the Georgia Open Meeting Act – O.C.G.A. 50-14-1. The Chairman may call a special meeting at his/her discretion.

### **Article IX – Quorum**

A minimum of 30% of WIB Board members must be present to maintain a quorum

### **Article X – Voting**

Member must be present to vote.

In all voting matters, members will adhere to the WIB Code of Conduct/Conflict of Interest provisions as provided in Article XI.

### **Article XI – Conflict of Interest**

A WIB member may not vote on a matter under consideration by the WIB:

- A. Regarding the provision of services by such member, or by an entity that such member represents
- B. That would provide direct financial benefit to such member or the immediate family of such member
- C. That would engage him/her in any activity determined by the Governor to constitute a conflict of interest as specified in the State Plan
- D. That would cause him/her, or a member of the Youth Council or staff to:
  - 1. Solicit or accept gratuities, favors or anything of monetary value from suppliers or potential suppliers, including subcontractors under recipient contracts
  - 2. Participate in the selection, award, or administration of a WIA procurement where the individual is aware that he/she, any member of his/her immediate family, partner or any organization that employs or is about to employ any of those persons, has any financial or material interest in any organization that may be considered for an award
- E. That would create potential conflict of interest situations
  - 1. It will be the responsibility of a WIB/Youth Council member to disclose the existence of his/her financial interest, reasons for a potential conflict and refrain from voting on or participating in related discussions regarding the award
  - 2. The WIB/Youth Council will determine the existence of a direct relationship of conflict of interest. The interested WIB member will leave the meeting while the determination of a conflict of interest is discussed and voted on by the remaining members. If it is determined conflict of interest exists, the WIB/Youth Council will enter into the board minutes the nature of, and reasons for, the conflict of interest
- F. Definitions:
  - 1. Interested person – Any WIB or Youth Council member
  - 2. Financial interest – A WIB/Youth Council member has financial interest if he/she has

- a) Directly or indirectly, through business, investment or family an ownership or investment interest in any entity with which the WIB/Youth Council has a transaction or arrangement
  - b) A compensation arrangement with the WIB/Youth Council or with any entity or individual with which the WIB/Youth Council has a transaction or arrangement
  - c) Potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the WIB/Youth Council is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration, gifts or favors that are substantial in nature.
3. Immediate Family – Husband, wife, son, son-in-law, daughter, daughter-in-law, mother, mother-in-law, father, father-in-law, brother, brother-in-law, sister, sister-in-law, aunt, uncle, niece, nephew, step-parent, stepchild, grandparent or grandchild.
- G. Each Board member is required by the Governor's Office of Workforce Development to sign an Affidavit in compliance with O.C.G.A. 34-14-2(2012).

#### **Article XII – Rules of Order**

All meetings of the WIB/Youth Council will follow rules of order established for the conduct of such meetings as set forth in the Roberts Rules of Order, unless otherwise provided for in these By-Laws.

#### **Article XIII – Insurance**

The WIB may direct the Georgia Mountains Regional Commission to purchase and maintain Members' and Officers' liability insurance on behalf of any person who is and/or was a member or officer of the WIB, against any liability asserted against him/her and incurred by him/her arising out of his/her status as such.

#### **Article XIV – Amendments to By-Laws**

The By-Laws may be amended, supplemented or superseded only by the affirmative vote of not less than two-thirds of the members of the WIB present, provided there is a quorum and members were given at least 10 days written notice of such proposed amendments.

**Approved by Board**

*Andrea C. Giddens*

**Chairman Signature**

*6-27-13*

**Date**